

RECORDATION NO. 13087-F FILED

DEC 30 '99 12:31 PM

ALVORD AND ALVORD

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SURFACE TRANSPORTATION BOARD

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

December 29, 1999

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two copies of an Assignment of Lease, dated as of December 30, 1999, a secondary document as defined in the Board's Rules for the Recordation of Documents, *relating to 13087*.

The names and addresses of the parties to the enclosed document are:

Assignor: Mellon Financial Service Corporation #4
One Mellon Bank Center
Pittsburgh, Pennsylvania 15258

Assignee: Residual Based Finance Corporation
Three First National Plaza, Suite 777
Chicago, Illinois 60602

A description of the railroad equipment covered by the enclosed documents is:

Four Hundred and Fifteen (415) gondola cars within the series UFIX 19001-19110; UFIX 20001-20110; UFIX 21001-21110; UFIX 22001-22110 (excluding casualties).

Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Mr. Vernon A. Williams
December 29, 1999
Page 2

Kindly return one stamped copy of the enclosed documents to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "Alvord", with a stylized flourish at the end.

Robert W. Alvord

RWA/bjg
Enclosures

ASSIGNMENT OF LEASE

For good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, MELLON FINANCIAL SERVICES CORPORATION #4, a Pennsylvania corporation, f/k/a Mellon International Leasing Company (the "Assignor"), hereby sells, assigns, transfers and sets over unto RESIDUAL BASED FINANCE CORPORATION, an Illinois corporation (the "Assignee"), all of its right, title and interest in and to that certain Lease of Railroad Equipment, dated as of April 1, 1981, by and between Assignor and Reliant Energy, Incorporated (formerly known as Utility Fuels, Inc.), which Lease was recorded with the Interstate Commerce Commission on May 8, 1981, as Recordation No. 13087-B, as amended (the "Lease").

Except as otherwise specifically set forth in the Purchase Agreement, dated as of December 1, 1999, between Assignor and Assignee (the "Purchase Agreement"), the assignment set forth herein is made without warranty or representation of any kind or type whatsoever.

IN WITNESS WHEREOF, the undersigned have executed this instrument as of the date first written below.

Dated as of the 30th day of December, 1999.

MELLON FINANCIAL SERVICES
CORPORATION #4, Assignor

By: 

Title: Vice President

RESIDUAL BASED FINANCE
CORPORATION, Assignee

By: _____

Title: President

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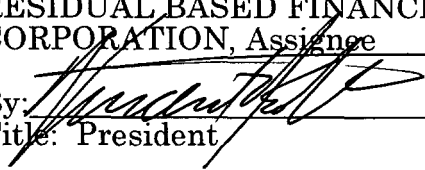
IN WITNESS WHEREOF, the undersigned have executed this instrument as of the date first written below.

Dated as of the 30th day of December, 1999.

MELLON FINANCIAL SERVICES
CORPORATION #4, Assignor

By: _____
Title: Vice President

RESIDUAL BASED FINANCE
CORPORATION, Assignee

By:  _____
Title: President

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

On this __ day of December, 1999, before me personally appeared Vincent A. Kolber, to me personally known, who, being by me duly sworn, says that he is President of Residual Based Finance Corporation, that the foregoing instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

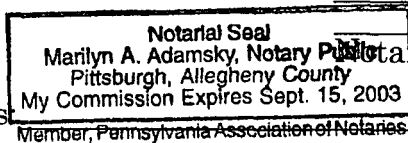
My commission expires:_____.

COMMONWEALTH OF PENNSYLVANIA)
) SS
COUNTY OF ALLEGHENY)

The foregoing instrument was acknowledged before me this 24 day of December, 1999, by Michael F. Marks, Vice President of Mellon Financial Services Corporation #4, a Pennsylvania corporation (f/k/a Mellon International Leasing Company), on behalf of such corporation.

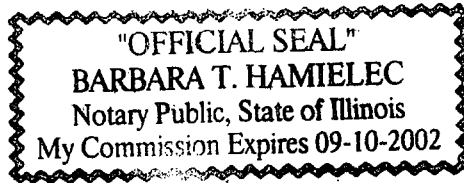
[Notarial Seal]

Marilyn A. Adamsky



My commission expires_____.

STATE OF ILLINOIS)
COUNTY OF COOK) SS



On this 24 day of December, 1999, before me personally appeared Vincent A. Kolber, to me personally known, who, being by me duly sworn, says that he is President of Residual Based Finance Corporation, that the foregoing instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

A handwritten signature in cursive script, reading "Barbara T. Hamielec", written over a horizontal line.

Notary Public

My commission expires: 09-10-02.

COMMONWEALTH OF PENNSYLVANIA)
COUNTY OF ALLEGHENY) SS

The foregoing instrument was acknowledged before me this ___ day of December, 1999, by Michael F. Marks, Vice President of Mellon Financial Services Corporation #4, a Pennsylvania corporation (f/k/a Mellon International Leasing Company), on behalf of such corporation.

[Notarial Seal]

Notary Public

My commission expires: _____.